

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
JOANN INC., <i>et al.</i> , ¹)	Case No. 25-10068 (CTG)
)	
Debtors.)	(Jointly Administered)
)	
)	Hearing Date: July 31, 2025, at 9:30 a.m. (ET)
)	Re: Docket Nos. 760, 823, 851, 859, 876, 930, 945, 995 and 1055

**DECLARATION OF EMILIO AMENDOLA OF A&G REAL ESTATE PARTNERS,
IN SUPPORT OF DEBTORS' AMENDED FIRST NOTICE OF ASSUMPTION
AND ASSIGNMENT OF CERTAIN EXECUTORY
CONTRACTS AND/OR UNEXPIRED LEASES**

I, Emilio Amendola, hereby declare under penalty of perjury:

1. I am Co-President of A&G Realty Partners, LLC ("A&G"), real estate consultant and advisor to the above-captioned debtors (collectively, the "Debtors"). I submit this declaration (this "Declaration") in support of the *Amended First Notice of Assumption and Assignment of Certain Executory Contracts and/or Unexpired Leases* [Docket No. 930] (the "Assumption Notice").

2. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, my discussions with other members of the Debtors' management team and the Debtors' advisors, my review of relevant documents and information concerning the Debtors' operations, real estate portfolio, and restructuring initiatives, or my opinions based upon

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

my experience and knowledge. If called as a witness, I could and would testify competently to the facts set forth in this Declaration on that basis. I am over the age of 18 years and am authorized to submit this Declaration on behalf of the Debtors.

3. I co-founded A&G in 2012 and currently serve as co-president. I have over 25 years of experience in the commercial real estate industry. My responsibilities at A&G primarily involve managing the company and overseeing and executing many of the in- and out-of-court real estate transactions with which we are involved. In this capacity, I have assisted more than 150 distressed retailers with the disposition or restructuring of their real estate assets. Prior to co-founding A&G, I worked in finance for over a decade. I began my career as a certified public accountant and continued in investment banking at Thomson McKinnon Securities, where I eventually served as Senior Vice President and Managing Director of Real Estate Investment Banking.

4. A&G has been advising the Debtors since February 27, 2025 with respect to optimizing the Debtors' real estate portfolio. As a result, I am generally familiar with the Debtors' real estate portfolio and related marketing efforts.

5. In connection with the entry of the *Order (I) Authorizing and Approving Procedures to Reject or Assum Executory Contracts and Unexpired Leases and (II) Granting Related Relief* [Docket No. 429] (the "Procedures Order"), the Debtors, their advisors, and A&G conducted a marketing and sale process of the Debtors' lease portfolio. These efforts culminated in the receipt of over 139 bids for over 121 leases.

6. Following the Debtors' initial receipt of bids, Burlington Stores, Inc. was designated the successful bidder for a package of forty-six (46) of the Debtors' leases (the "Burlington Package"). The Burlington Package was deemed competitive enough to be accepted in advance of the auction. Great American ("GA"), the purchaser of the Debtors' lease asset

designation rights, held a competitive live auction moderated by A&G virtually on April 22, 2025 for lease locations that received competing bids. After the auction, the Debtors filed the Assumption Notice, wherein each lease in the Burlington Package was included and proposed to be assumed and assigned to the applicable tenant entity of Burlington Stores, Inc.

7. The Debtors and GA received no competing bids for any leases in the Burlington Package from bidders that represented they would operate as a fabric and/or arts and crafts store at the applicable lease location.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the facts set forth in the foregoing declaration are true and correct to the best of my knowledge, information and belief.

Dated: July 30, 2025

/s/ Emilio Amendola

Emilio Amendola

Co-President

A&G Real Estate Partners